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RECORDATION NO. 26000

FILED

DEC 2 '05 11-48 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

December 2, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 22, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: NARCAT LLC
Suite R
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Mosaic Fertilizer, LLC
5000 Old Highway 37 South
Mulberry, Florida 33860

Mr. Vernon A. Williams
December 2, 2005
Page 2

A description of the railroad equipment covered by the enclosed document
is:

One 567C-Engine Switch Locomotive – LLX 163.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 22nd day of November, 2005, by and between NARCAT LLC, an Delaware corporation, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Mosaic Fertilizer, LLC, a Delaware limited liability company, having its principal place of business at 5000 Old Highway 37 South, Mulberry, Florida 33860 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Locomotive Lease Agreement dated effective as of November 1, 2005 (the "Master Lease"), and Rider Deal #C00685 dated effective as of November 1, 2005 (the "Assigned Schedule"), whereby Lessor leases to Lessee One (1) locomotive bearing railroad reporting marks as noted on attached Exhibit "A".
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Rider contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Lessee

MOSAIC FERTILIZER, LLC

By: 

Printed Name: Kevin F. Brindley

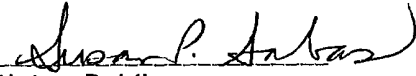
Title: Vice President and Treasurer

Date: November 21, 2005

STATE OF Minnesota)

COUNTY OF Hennepin) SS:

The foregoing instrument was acknowledged before me this 21st day of November, 2005, by Kevin F. Brindley, the VP + Treasurer of Mosaic Fertilizer, LLC, a Delaware limited liability company, on behalf of the company.


Notary Public



Lessor

NARCAT LLC

By: Richard R. George

Printed

Name: Richard R. George

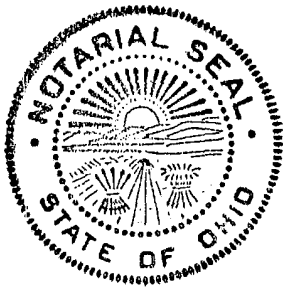
Title: Manager

Date: 11/22/05

STATE OF OHIO)

COUNTY OF LUCAS)SS:

The foregoing instrument was acknowledged before me this 22nd day of November, 2005, by Richard R. George, the Manager of NARCAT LLC, a Delaware limited liability company, on behalf of the company.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 08-20-2010

EXHIBIT A

One 567C-Engine Switch Locomotive - LLX 163

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/2/05



Robert W. Alvord